

Sprouts Farmers Market, Inc.
 Form 4
 February 05, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Maredia Amin N.

(Last) (First) (Middle)
 11811 N.TATUM BLVD, SUITE 2400
 (Street)

PHOENIX, AZ 85028

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Sprouts Farmers Market, Inc. [SFM]

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.001 per share	02/03/2014		M		19,792	A	\$ 1.0864 229,792
Common Stock, par value \$0.001 per share	02/03/2014		S ⁽¹⁾		19,792	D	\$ 35.2956 210,000
Common Stock, par value \$0.001 per share	02/03/2014		M		20,634	A	\$ 3.3255 230,634

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value
\$0.001 per
share

Common
Stock, par
value 02/03/2014
\$0.001 per
share

S⁽¹⁾ 20,634 D \$ 35.2956 210,000 D
(⁽²⁾)

Common
Stock, par
value 02/04/2014
\$0.001 per
share

M 30,624 A \$ 1.0864 240,624 D

Common
Stock, par
value 02/04/2014
\$0.001 per
share

S⁽¹⁾ 30,624 D \$ 35 210,000 D

Common
Stock, par
value 02/04/2014
\$0.001 per
share

M 31,927 A \$ 3.3255 241,927 D

Common
Stock, par
value 02/04/2014
\$0.001 per
share

S⁽¹⁾ 31,927 D \$ 35 210,000 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number

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(4) All such options are presently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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